TAXOL THIRD-PARTY PAYOR PROOF OF CLAIM FORM INSTRUCTIONS

IMPORTANT NOTICE: IN ORDER FOR A THIRD-PARTY PAYOR CLASS MEMBER TO RECEIVE ITS SHARE OF THE SETTLEMENT FUND, PURSUANT TO THE ALLOCATION AND DISTRIBUTION PLAN DESCRIBED IN THE NOTICE, A COMPLETED, SIGNED, AND CERTIFIED PROOF OF CLAIM MUST BE MAILED TO THE FOLLOWING ADDRESS SO THAT IT IS RECEIVED BY THE CLAIMS ADMINISTRATOR NO LATER THAN AUGUST 20, 2003:

Taxol Claims Administrator c/o Complete Claim Solutions, Inc. P.O. Box 24629 West Palm Beach, FL 33416 Toll Free (877) 848-2289

THE COMPLETED CLAIM FORM AND THE INFORMATION CONTAINED HEREIN WILL BE TREATED AS CONFIDENTIAL BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA AND WILL BE USED SOLELY FOR PURPOSES OF ADMINISTERING THIS SETTLEMENT.

Class Members include Third-Party Payors in the United States who, at any time from January 1, 1999 through December 31, 2002 ("Class Period"), purchased Taxol® and/or generic paclitaxel in the United States. Excluded from the Class are Bristol-Myers Squibb Company ("Bristol") and American BioScience, Inc. ("ABI") (collectively, "Defendants"), their subsidiaries, affiliates, officers and directors, and government entities.

A "Third-Party Payor," for these purposes, means any entity that (a) is a party to a contract, issuer of a policy or sponsor of a plan, which contract, policy or plan provides coverage for the administration of Taxol or generic paclitaxel to natural persons, and (b) is also at risk, pursuant to such contract, policy, or plan, to pay or reimburse all or part of the costs of providing such coverage. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a third-party claims administrator to administer their prescription drug benefits may qualify as Third-Party Payors. Furthermore, a self-funded health benefit plan for employees of a government entity that satisfies the definition of "Third-Party Payor" shall not be considered a "government entity."

This Proof of Claim may be completed, signed and certified by the Class Member itself, or by its duly authorized agent. If a Class Member submits a Proof of Claim on its own behalf, no other Proof of Claim will be permitted on behalf of that Class Member. In the event that Proofs of Claim are filed by both a Class Member and another entity that purports to be the authorized agent of that Class Member, only the Class Member's Proof of Claim will be considered by the Claims Administrator. THE SETTLEMENT ADMINISTRATOR IS AUTHORIZED TO REQUEST FROM PERSONS OR ENTITIES SUBMITTING A PROOF OF CLAIM, ANY DOCUMENTATION NECESSARY TO VERIFY ALL INFORMATION APPEARING IN THE PROOF OF CLAIM OR TO PREVENT CONSIDERATION OF DUPLICATE CLAIMS SUBMITTED BY OR ON BEHALF OF A CLASS MEMBER. FAILURE TO PROVIDE SUCH INFORMATION IN RESPONSE TO SUCH REQUESTS MAY CONSTITUTE GROUNDS FOR REJECTION OF THE PROOF OF CLAIM.

If one or more Class Members have authorized you to submit a Proof of Claim on its behalf, you must provide the information requested in Section C in addition to the other information requested by this Proof of Claim. You may submit a separate Proof of Claim for each Class Member who has duly authorized you to do so, OR you may submit one aggregate Proof of Claim for all such Class Members who have authorized you to do so. If you are submitting Proofs of Claim both on your own behalf as a Class Member AND on behalf of one or more Class Member that has authorized you to submit a Proof of Claim, you should submit one Proof of Claim for yourself and another Proof of Claim for the other Class Member(s). Do not submit a Proof of Claim on behalf of any Class Member without prior authorization from that Class Member.

If after reviewing this Proof of Claim you need additional assistance, you may contact the Claims Administrator, at the toll-free number listed above.

TAXOL THIRD-PARTY PAYOR PROOF OF CLAIM FORM

(Please type or print)

<u>SECTION A - Type of Claimant:</u> Please indicate whether you are claiming on your own behalf as a Class Member or as the authorized agent of one or more Class Members by placing an "X" in the appropriate space below. Only one space should be marked. If you wish to make a claim as a Class Member AND A LSO as the authorized agent of other Class Members, please complete one Proof of Claim for your claim as a Class Member and another Proof of Claim for those Class Members for whom you are authorized to submit a claim.

The duly authorized		
ent's relationship with the	agent of the Class Member(s) identified Class Member(s) is best described, as f	
() Pharmacy B	Administrator (other than a Pharmacy Benefits Manager lain:	
	Sections B, D and E of this Proof of Cl e Sections C, D and E of this Proof of C	
	mber: You should complete Section B is a claim as the authorized agent of one	
and proceed to Section (-	of more Class Members, you should s
ass Member's Name		
reet Address	Fl	oor/S uite
ty	State	Zip Code
	,	
ea Code Telephone I	Number Area Code	Fax Number
deral Employer Identifica	tion Number (FEIN)	
y other names by which y	ou have been known or other FEINs yo	u have used since January 1, 1999:

Check the term below that best describes you or you		
() Individual		
() Health Insurance Company/HMO	C. Di	
() Self-Insured Employer Health Ben		
() Self-Insured Union Health & Welf		
() Other. Describe:		
From January 1, 1999 to December 31, 2002 ("Claimbeen made by you or on your company's/entity's be third-party administrator (TPA) or pharmacy benefit	ehalf by another enti	ty, such as a health insurance company,
() YES (_) NO	
If your answer to Question 7 is "YES," identify all that have paid for Taxol and/or generic paclitaxel or		mpanies, TPAs, PBMs, or other entities
 FION C. Claim by Authorized Agent of Class Mov	mb ou(o). V - , sk - , l	Januar Jata this Soution C if you are
FION C - Claim by Authorized Agent of Class Men		
FION C - Claim by Authorized Agent of Class Men		
itting this Proof of Claim as the duly authorized agent		
itting this Proof of Claim as the duly authorized agent		
Authorized Agent's Name	of one or more Clas	s Members.
itting this Proof of Claim as the duly authorized agent	of one or more Clas	
Authorized Agent's Name	of one or more Clas	s Members.
Authorized Agent's Name Street Address	of one or more Clas	s Members.
Authorized Agent's Name Street Address	of one or more Clas	s Members.
Authorized Agent's Name Street Address	of one or more Clas	s Members.
Authorized Agent's Name Street Address	of one or more Clas	s Members.
Authorized Agent's Name Street Address City St	of one or more Class	/S uite Zip Code

5.	Please list the Federal Employer Identification Number and name of every Class Member for whom you have			
	been duly authorized to submit this Proof of Claim (attach additional sheets to this Proof of Claim as necessary).			
	(In the alternative, you may submit the requested list of Class Member names and FEINs in an acceptable			
	electronic format. Please contact the Claims Administrator to determine what formats are acceptable.):			

SECTION D - Information Necessary to Calculate Class Member(s)' Claim: As described in the Notice, each Class Member's claim is based on the amounts such Class Member paid for Taxol and/or generic paclitaxel in the United States, from January 1, 1999 through December 31, 2002. Under the Allocation and Distribution Plan, payments will be based upon what kind of reimbursement system(s) the Class Member used during the Class Period. Please fill out the subsections below that apply based on the definitions below. If you are submitting this Proof of Claim on behalf of yourself as a Class Member, provide the information requested below only for yourself. If you are submitting this Proof of Claim as the duly authorized agent for one or more Class Members other than yourself, you may either submit a separate Proof of Claim for each such Class Member, providing the information below applicable for that Class Member only; or you may submit one aggregate Proof of Claim for all Class Members identified in Section C, but you MUST provide the information requested below for each individual Class Member by either attaching additional sheets to this Proof of Claim or by submitting the information in an acceptable electronic format. Please contact the Claims Administrator to determine what electronic formats are acceptable.

Definitions:

- "J-Code Class Member" shall mean any member of the Class that utilized a reimbursement or payment system for Taxol Payments during all or part of the Class Period that employed, or was based upon, a J-Code Medicare Fee Schedule (or any similar reimbursement or payment system). Nothing herein prevents a Class Member who utilized more than one reimbursement or payment system during the Class Period from being considered both a J-Code Class Member and a Non-J-Code Class Member, and therefore having its claims satisfied accordingly under the Allocation and Distribution Plan.
- "J-Code Medicare Fee Schedule" shall mean a fee schedule used by or authored by the Health Care Financing Administration, Centers for Medicare & Medicaid Services, and/or Medicare that employed a Code of "J9265" to represent Taxol or generic paclitaxel and listed fees for J9265 that did not change during the Class Period.
- "Non-J-Code Class Members" shall mean those members of the Class that are not J-Code Class Members. Nothing herein prevents a Class Member who utilized more than one reimbursement or payment system at the same time during the Class Period from being considered both a J-Code Class Member and a Non-J-Code Class Member, and therefore having its claims satisfied accordingly under the Allocation and Distribution Plan.
- "Taxol Payments" shall mean the dollar amount of purchases of the brand-name prescription drug Taxol and generic paclitaxel (not including any dispensing fee), less any reimbursements (including co-payments), rebates or discounts, during the Class Period. For the purposes of this Settlement Agreement, a Third-Party Payor "purchases" Taxol or generic paclitaxel if they paid or reimbursed some or all of the purchase price. "Taxol Payments" shall not include any fees for the administration of Taxol or generic paclitaxel.

"Class Period" shall mean January 1, 1999 through December 31, 2002.

INFORMATION REQUESTED:

(A)		R THE ENTIRE CLASS PERIOD (for example, you made ursement system that employed, or was based upon, a J-Code
	Medicare Fee Schedule), PLEASE COMPLETE THIS	
	TAXOL PAYMENTS FOR THE YEAR 1999	\$
	TAXOL PAYMENTS FOR THE YEAR 2000	\$
	TAXOL PAYMENTS FOR THE YEAR 2001	\$
	TAXOL PAYMENTS FOR THE YEAR 2002	\$
	TOTAL TAXOL PAYMENTS	
	FOR THE CLASS PERIOD	\$
(B)	IF YOU WERE A J-CODE CLASS MEMBER FOR	R <u>PART OF THE CLASS PERIOD</u> AND A NON-J-CODE
		RIOD, BUT THESE PERIODS DID NOT OVERLAP (for
		Taxol Payments using a reimbursement system that employed
		ut for the last three years of the Class Period, you made Taxo
	· · · · · · · · · · · · · · · · · · ·	ploy, or was <u>not</u> based upon, a J-Code Medicare Fee Schedule
	PLEASE COMPETE THIS SECTION:	
	TIME PERIOD DURING THE CLASS PERIO)D
	THAT YOU WERE A J-CODE CLASS MEMBE	
	THE TOO WELL IT CODE CELLED MEMBE	
	TAXOL PAYMENTS FOR	
	THIS PERIOD OF TIME	\$
	TIME PERIOD DURING THE CLASS PERIO	OD.
	THAT YOU WERE A NON-J-CODE CLASS MI	EMBER
	PLEASE BRIEFLY EXPLAIN THE NON-J-COI	DE
	REIMBUR SEMENT SYSTEM YOU USED (you	will
	have to provide documentation evidencing use of	
	system upon request by Lead Counsel or the Clain	
	Administrator)	
	TAXOL PAYMENTS FOR	
	THIS PERIOD OF TIME	\$
		axol Payment during the Class Period, then please provide ire Class Period you must still answer the questions above
	TOTAL TAXOL PAYMENTS	
	FOR ENTIRE CLASS PERIOD	\$

(C) IF YOU WERE A J-CODE CLASS MEMBER FOR <u>PART OF THE CLASS PERIOD</u> AND A NON-J-CODE CLASS MEMBER FOR <u>PART OF THE CLASS PERIOD</u>, AND THESE PERIODS <u>DID</u> OVERLAP (for example, during the Class Period you processed Taxol Payments using two or more reimbursement systems at the same time, one reimbursement system that employed, or was based upon, a J-Code Medicare Fee, and another reimbursement system that did <u>not</u> employ, or was <u>not</u> based upon, a J-Code Medicare Fee Schedule), **PLEASE COMPETE THIS SECTION:**

LIST YOUR TAXOL PAYMENTS AS A J-CODE CLASS MEMBER

TAXOL PAYMENTS FOR THE YEAT TA	AR 2000 AR 2001	\$
TOTAL TAXOL PAYMENTS FOR THE CLASS PERIOD AS A J-CODE MEMBER	\$	
LIST YOUR TAXOL PAYMENTS AS A NON-J-CODE CLASS MEMBER TAXOL PAYMENTS FOR THE YEAT TA	AR 2000 AR 2001	\$ \$ \$ \$
TOTAL TAXOL PAYMENTS FOR THE CLASS PERIOD AS A NON-J-CODE MEMBER		\$
PLEASE BRIEFLY EXPLAIN THE NON-J-CODE REIMBUR SEMENT SYSTEM YOU USED (you will have to provide documentation evidencing use of the system upon request by Lead Counsel or the Claims Administrator)		

Claimant certifies that all information is true and accurate and is based upon actual records maintained by or available to Claimant.

PLEASE KEEP COMPUTER SUMMARIES OR OTHER BACKUP DOCUMENTATION FOR THE INFORMATION THAT YOU ARE SUPPLYING. IT MAY BE REQUESTED BY THE CLAIMS ADMINISTRATOR, COUNSEL FOR THE SETTLING PARTIES OR THE COURT, AFTER YOU FILE YOUR PROOF OF CLAIM.

SECTION E - Jurisdiction of the Court and Certification: By signing below, I hereby swear or affirm, on my own behalf and/or on behalf of the "Authorized Agent" identified in Section C, that: (1) I have been given authority to submit this Proof of Claim either. (a) by the Class Member on its behalf; or (b) if this Proof of Claim is submitted by an "Authorized Agent" identified in Section C, by the Authorized Agent on its behalf, and such Authorized Agent, in turn, has been given the authority to submit this Proof of Claim by each Class Member identified in this Proof of Claim and in any attachments to this Proof of Claim, and to receive on behalf of each such Class Member any and all amounts that may be allocated from the Net Settlement Fund to such Class Member; (2) the information contained in this Proof of Claim and any attachments hereto is true and accurate, based on records maintained by or otherwise available to me; (3) I, the Authorized Agent (if any), and each Class Member on whose behalf this Proof of Claim is submitted, hereby submit to the jurisdiction of the United States District Court for the District of Columbia ("Court") for all purposes associated with this Proof of Claim, including resolution of disputes relating to this Proof of Claim; (4) in the event that amounts from the Net Settlement Fund are distributed to the Authorized Agent of a Class Member, and the Class Member later claims that the Authorized Agent did not have the authority to claim and receive such amounts on its behalf, the Authorized Agent, I and/or my employer will hold the Class, counsel for the Class, Defendants, Counsel for Defendants, and the Claims Administrator harmless with respect to any claims made by said Class Member. I acknowledge that any false information or representations contained herein may subject the Authorized Agent and me to sanctions, including the possibility of criminal prosecution. I hereby agree, on behalf of myself and the Authorized Agent, to supplement this Proof of Claim by furnishing documentary backup for the information provided herein, upon request of the Claims Administrator, Counsel for the Settling Parties, or the Court.

Name	e:		Positi	on:	
	[Prin	nt or type]			
Signa	ature:		Date:		
The f	following inform	nation is to be provided by the Indi	vidual who signs and cer	tifies this Proof of Claim:	
I am Mem	-	f of Claim as the authorized emplo	yee of the following Cl	ass Member or Authorized Agent for Clas	S
1.	Name of Lad	ividual's Employer			
	Name of Indi	ividual's Employer			
2.	Business Add				
	City	State		Zip Code	
3.	(<u>)</u> Area Code	Telephone Number	(<u>)</u> Area Code	Fax Number	
		PROOF OF CLAIM FORM			
COUN STAT	NTY OF E OF)			
to the	foregoing claim for	ed, a Notary Public in and for said county rm oath and certification, and who is know claim form oath and certification, he/she	n to me, acknowledged befor	, whose name is signed e me on this day that, being informed of the and under oath.	
	Given under m	y hand and official seal this day of _	, 2003.		
Му со	ommission expires:		Notary Public		
			-		